KAMAT HOTELS (INDIA) LIMITED

CIN L55101MH1986PLC039307
Regd. Office: 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai-400 099
Phone: 26164000, Extension: 4478; Fax: 26164203; Website: www.khil.com; Email ID: cs@khil.com;

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re – enactments thereof for the time being in force) to the members of Kamat Hotels (India) Limited to seek their approval by Special Resolution mentioned at Sr. No. 1 pertaining to giving consent of the Company to the Board to sell, either as slump sale or otherwise, lease or otherwise dispose Hotel VITS located at Dhanodham, Kondivita Road, Off. Andheri – Kurla Road, Andheri (East), Mumbai – 400059. The resolution is proposed to be transacted by Postal Ballot that is, by Post or through electronic voting system being provided by the Company.

The Company is desirous of seeking your approval/consent for the Special Resolution attached herewith. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Special Resolution, setting out the material facts and reasons thereof is annexed.

The said Special Resolution and the Explanatory Statement, along with postal ballot form are being sent to those members whose e-mail ids are registered with Depository Participants through email and to the other members by Registered post/ courier service. The Company has appointed M/s. V. V. Chakradeo & Co., Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot (post and e – voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed, in the enclosed self-addressed envelope to Scrutinizer at C/o Kamat Hotels (India) Ltd, 70-C, Nehru Road, Vile Parle (East) Mumbai- 400099 so as to reach at the said address before close of the working hours i.e. 5.00 p.m. on 6th September, 2015 or you can even accord your assent or dissent to the said resolution by availing the option of e – voting.

The Scrutinizer will submit his report to the Executive Chairman and Managing Director after completion of the scrutiny of the postal ballot forms/e-voting and the results thereof will be announced by the Executive Chairman and Managing Director or in his absence by any other person, so authorized by him at the Registered Office of the Company on or before 9th September, 2015 and will also be placed on the Notice Board at the Registered Office of the Company. The result of the Postal Ballot shall be filed with Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. where the equity shares of the Company are listed. The result will also be displayed on the website of the Company www.khil.com and on the website of NSDL www.evoting.nsdl.com.

Resolution No. 1

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to sell, either as slump sale or otherwise, lease or otherwise dispose Hotel VITS, located at Dhanodham, Kondivita Road, Off. Andheri – Kurla Road, Andheri (East), Mumbai – 400059, within 6 months from the date of passing of this resolution, at a price not less than Rs. 190 crores or such other higher amount which shall be at least adequate to pay all secured and unsecured dues and outstandings, including statutory dues and wage arrears attributable to the said property or its operation and on such terms and conditions and in such form and in such manner as the Board of Directors of the Company may by way of unanimous resolution, decide in the interest of the Company and that any surplus, after satisfaction of the liabilities mentioned above, from the sale of the said property shall be used to reduce the debts of the Company."

By order of the Board of Directors
FOR KAMAT HOTELS (INDIA) LIMITED

Place: Mumbai.
Date: 3rd August, 2015

Registered Office:
70-C, Nehru Road,
Near Santacruz Airport,
Vile Parle (East),
Mumbai - 400 099

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

NOTES:

a) An Explanatory Statement for the proposed Special Resolution, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 as amended from time to time, is attached.

b) The Company has appointed M/s. V. V. Chakradeo & Co., Practising Company Secretary, as Scrutinizer for the purpose of Postal Ballot exercise (physical as well as e – voting).

c) The Notice is being sent to all the members whose names would appear in the Register of Members / Record of Depositories as on 31st July, 2015 and the same is displayed on the website of the Company i.e. www.khil.com and also on the website of the NSDL i.e. www.evoting.nsdl.com.

d) Members whose names appear in the Register of Members / List of Beneficial Owners as on 31st July, 2015 will be considered for the purpose of voting.

e) The members have option to cast their vote through post or through e-voting. The detailed instructions for casting vote through post are given on the back side of the Postal Ballot Form. Members are requested to carefully read these instructions before exercising their vote.

➢ EVOTING:

1. Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements as amended from time to time, the Company is pleased to announce that the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
2. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
3. The Board of Directors of the Company has appointed M/s. V.V. Chakradeo & Co., Practising Company Secretary, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.
4. Process and manner of voting:
   (a) In case of Shareholders receiving e-mail from NSDL:
      i. Open e-mail and open PDF file viz; “KHIL e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
      ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
      iii. Launch internet browser by typing the following URL:https://www.evoting.nsdl.com.
      iv. Click on Shareholder – Login
      v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
      vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
      vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
      viii. Select “EVEN” (E-Voting Event Number) of Kamat Hotels (India) Limited.
      ix. Now you are ready for e-Voting as Cast Vote page opens.
      x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
      xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
      xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
      xiii. Institutional shareholders (i.e. members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cs@khil.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving PIN mailer by Post:

i. Initial password will be provided through a separate PIN Mailer.

ii. Please follow steps (ii) to (xiii) above, to cast vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of https://www.evoting.nsdl.com or contact NSDL at the following Telephone No.: 1800-222-990.

v. The e-voting period commences on 8th August, 2015 (9.00 a.m.) and ends on 6th September, 2015 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 31st July, 2015, may cast their vote electronically. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.

vi. M/s. V. V. Chakradeo & Co. Practising Company Secretary, Mumbai, the scrutinizer will, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against, if any and submit the same on or before 9th September, 2015 i.e. within a period of not exceeding three working days from the date of conclusion of e-voting period, to Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company.

vii. The results declared along with the scrutinizer's report shall be placed on the website of the company and on the website of the RTA or NSDL immediately after the result is declared and the copies of said result shall be forwarded to the Stock Exchanges where the shares of the Company are listed.

viii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of declaration of result i.e. on or before 9th September, 2015.

5. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means - Name:- Mr. Shashidhar Shetty, Designation:- Sr. Executive, Address: Ground Floor, KHIL House, Adjacent to Domestic Airport, Vile Parle – East, Mumbai – 400099. Email id: cs@khil.com, Phone No. 022-26164000 Extn 4478.

Date: 3rd August, 2015

By order of the Board of Directors
FOR KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

Item No. 1

As per Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company should exercise the power to sell, lease or otherwise dispose its property only with the consent of the Company by special resolution. In order to reduce the debts, the Company intends to sell, either as slump sale or otherwise, lease or otherwise dispose Hotel VITS, located at Dhanodham, Kondivita Road, Off. Andheri – Kurla Road, Andheri (East), Mumbai – 400059, within 6 months of receiving approval of the Shareholders by Postal Ballot by way of a Special Resolution at a price not less than Rs. 190 crores or such other higher amount which shall be at least adequate to pay all secured and unsecured dues and oustandings, including statutory dues and wage arrears attributable to the said property or its operation and any surplus, after satisfaction of the liabilities mentioned above, from the sale of the said property shall be used to reduce the debts of the Company. Therefore, the Special Resolution mentioned at Item No 1 of the accompanying Notice is proposed for your consideration.

The said Resolution is an enabling resolution and is in further to the special resolution passed under Section 293(1) (a) of the Companies Act, 1956. The resolution under Section 180(1) (a) of the Companies Act, 2013 mentioned in the Notice of postal ballot dated 30th May, 2015 could not be passed as a special resolution and hence the modified resolution is proposed for your consideration.

The Board of Directors of the Company recommends passing of the resolution as a Special Resolution by the members through Postal Ballot in terms of Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.

There is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution

By order of the Board of Directors
FOR KAMAT HOTELS (INDIA) LIMITED

Place: Mumbai.
Date: 3rd August, 2015

Registered Office:
70-C, Nehru Road,
Near Santacruz Airport,
Vile Parle (East),
Mumbai - 400 099

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

Orient Press Ltd. Tel.: 022-40285888

KAMAT HOTELS (INDIA) LIMITED

CIN L55101MH1986PLC039307; Website: www.khil.com; Email ID: cs@khil.com;
Registered Office: 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai -400099
Phone: 26164000, **Fax:** 26164203

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole / First named Shareholder

2. Name(s) of the Joint holder(s), if any (in block letters)

3. Registered Folio No./ DP ID No. / Client ID No.*

4. No. of Shares held

* Applicable to investors holding shares in a dematerialised form.

Particulars of voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above Postal Ballot, facility is available at the web link: www.evoting.nsdl.com. Particulars for the electronic voting are as under:

EVEN (E – Voting Event Number	User ID	Password

Note: Please read the instructions given in the Notes forming part of the Notice carefully before exercising your vote.

Facility to exercise vote by Postal Ballot including voting through Electronic means will be available during the following period:

Commencement of Voting : From 9.00 a.m. (IST) on 8th August, 2015

Ending of Voting : Up to 5.00 p.m. (IST) on 6th September, 2015

The facility for voting through Electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice dated 3rd August, 2015 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate place in the box below:

Resolution No.	Description	No. of Shares	I/WE Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for giving consent of the Company to the Board to sell, either as slump sale or otherwise, lease or otherwise dispose Hotel VITS located at Dhanodham, Kondivita Road, Off. Andheri – Kurla Road, Andheri (East), Mumbai – 400059.			

Place :
Date :

_____
(Signature of the Shareholder)

INSTRUCTIONS

- A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer, M/s. V. V. Chakradeo & Co., Practising Company Secretary in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier or by Registered post at the expense of the Registered Member, will also be accepted.
- Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (√) at the appropriate box. The assent or dissent received in any other form or on photo copy of Postal Ballot Form shall be considered invalid.
- The self - addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Company.
- This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named member and in his absence, by the second named member.
- The unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The Postal Ballot shall not be exercised by a proxy.
- Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 6th September, 2015. All Postal Ballot Forms received after this time and date will be strictly treated as if replies from such members have not been received.
- In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution /authorization together with the specimen signature(s) of the duly authorized signatories.
- The voting rights shall be reckoned on the paid-up value of shares registered in the name of the members whose names would appear in the Register of Members/ Record of Depositories as on 31st July, 2015.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed Postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.